

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11
AURORA FOODS INC., : Case No. 03-13744 (MFW)
et al., : Jointly Administered
Debtors. : Related Docket # 16
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**ORDER UNDER 11 U.S.C. §§ 105 AND 541
AUTHORIZING PAYMENT OF VALID
PACA AND PASA TRUST CLAIMS**

Upon the Debtors' motion, dated December 8, 2003 (the "Motion")¹ for an order under Bankruptcy Code Sections 105 and 541 authorizing payment of valid PACA and PASA claims; and upon the Hutchison Declaration; and the Court having reviewed the Motion and the Hutchison Declaration and having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the

¹ Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion.

Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

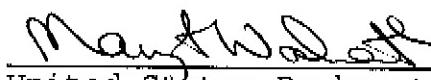
ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. The Debtors are authorized to pay, pursuant to their customary practice in the ordinary course, all valid prepetition PACA/PASA Trust Claims of PACA/PASA Trust Claimants upon such terms and in the manner provided in this Order and to the extent that such claims are determined to be valid by the Debtors; provided, however, that such PACA/PASA Trust Claimants must first provide the Debtors and their undersigned counsel written notice of the existence of the PACA/PASA Trust Claims and the invoices or other billing documents evidencing the delivery of the PACA/PASA Goods to the Debtors' facilities.
3. Upon acceptance of payment of any PACA/PASA Trust Claim, the recipient of such payment shall be deemed to have waived any and all claims, of whatever type, kind, or priority, against (a) the Debtors, (b)

their property and estates, and (c) any funds and other property held in trust by the Debtors that do not constitute property of the estates, arising from or relating to such recipient's PACA/PASA Trust Claim.

4. Nothing in this Order shall be deemed to substantively modify or alter the right of a PACA/PASA Trust Claimant or the right of the Debtors to object to any invoice of any PACA/PASA Trust Claimant on ordinary, non-bankruptcy grounds.

Dated: Wilmington, Delaware
December 9, 2003



United States Bankruptcy Judge